

RESOLUTION NO. 12-49

RESOLUTION RELATING TO A SENIOR HOUSING REVENUE REFUNDING BOND
FINANCING FOR EPIPHANY SENIOR CITIZENS HOUSING CORPORATION,
BY THE CITY OF COON RAPIDS, MINNESOTA (the "City")

WHEREAS, the City has previously issued its \$7,015,000 Senior Housing Revenue Refunding Bonds (Epiphany Senior Citizens Housing Corporation Project) Series 1998 (the "Prior Bonds"); and

WHEREAS, Epiphany Senior Citizens Housing Corporation, a Minnesota nonprofit corporation (the "Corporation"), intends to refinance (through the refunding of the Prior Bonds) its existing senior housing facility located at 1800 111th Avenue NW in the City (the "Project"); and

WHEREAS, the Corporation represents that the economic stability of the Project will be greatly enhanced through the issuance of a revenue refunding bond by the City and therefore requests the City to declare its present intent to issue its revenue refunding bond to provide funds to refinance the Project; and

WHEREAS, the City is authorized to issue its revenue refunding bond for such purposes by Minnesota Statutes, Chapter 462C, as amended (the "Act");

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Coon Rapids, Minnesota, as follows:

Section 1. It is hereby declared to be the intention of the City Council of the City of Coon Rapids, Minnesota, to issue a revenue refunding bond of the City in a principal amount expected to not exceed \$5,100,000 (the "Bond") for the purpose of refinancing the Project, subject to a public hearing to be held as described in Section 3 hereof.

Section 2. The officers and employees of the City are hereby authorized to take such further action as is necessary to carry out the intent and purposes of this resolution. All details of such bond issue and the provisions for payment thereof shall be subject to final approval of this Council. The Bond shall not constitute a charge, lien or encumbrance, legal or equitable, upon any property of the City, and the Bond, when, as and if issued, shall recite in substance that the Bond, including interest thereon, are payable solely from the revenues received from a Loan Agreement with the Corporation and shall not constitute a debt of the City within the meaning of any constitutional or statutory limitation or a charge against the general credit or taxing powers of the City.

Section 3. The City Council shall hold a public hearing at 7:00 p.m. central time on Tuesday, May 1, 2012 at the Council Chambers in City Hall, 11155 Robinson Drive NW, Coon Rapids, Minnesota, to provide an opportunity for interested individuals to express their views on the proposed issue of the Bond and the nature of the Project. The City Clerk shall cause a notice of public hearing in substantially the form attached as Exhibit A to be published in the official newspaper of the City no fewer than fourteen (14) days before the hearing.

Section 4. The Corporation has agreed to pay directly or through the City any and all costs incurred by the City in connection with the Bond whether or not the Bond or operative instruments are executed.

Section 5. The adoption of this resolution does not constitute a guarantee or a firm commitment that the City will issue the Bond as requested by the Corporation. The City retains the right in its sole discretion to withdraw from participation and accordingly not to issue the Bond, or issue the Bond in an amount less than the amount referred to in Section 1 hereof, should the City at any time prior to the issuance thereof determine that it is in the best interest of the City not to issue the Bond, or to issue the Bond in an amount less than referred to in Section 1 hereof, or should the parties to the transaction be unable to reach agreements as to the terms and conditions of any of the documents required for the transaction.

Section 6. All commitments of the City expressed herein are subject to the condition that the City and the Corporation shall have agreed to mutually acceptable terms and conditions of the Loan Agreement, the Bond, and of the other instruments and proceedings relating to the Bond and that the closing of the issuance and sale of the Bond shall have occurred by no later than December 31, 2012. If the events set forth herein do not take place within the time set forth above, or any extension thereof, and the Bond is not sold within such time, this resolution shall expire and be of no further effect.

Adopted by the Coon Rapids City Council this 3rd day of April 2012.

Tim Howe, Mayor

ATTEST:

Catherine M. Sorensen, City Clerk

EXHIBIT A

NOTICE OF A PUBLIC HEARING ON THE ISSUANCE OF A SENIOR HOUSING REVENUE REFUNDING BOND BY THE CITY OF COON RAPIDS, MINNESOTA

NOTICE IS HEREBY GIVEN that the City Council of the City of Coon Rapids, Minnesota (the "City"), will meet at 7:00 p.m. central time on Tuesday, May 1, 2012, at the Council Chambers in the City Hall at 11155 Robinson Drive NW, Coon Rapids, Minnesota, for the purpose of conducting a public hearing on a proposal that the City issue its Senior Housing Revenue Refunding Bond (hereinafter the "Bond") under Minnesota Statutes, Chapter 462C, as amended, in order to refinance, in whole or in part, the costs of a project. The proposed refinancing will consist of the refunding of certain revenue refunding bonds previously issued by the City with respect to a 107-unit senior housing facility located at 1800 111th Avenue NW in the City (the "Project"), and owned by Epiphany Senior Citizens Housing Corporation, a Minnesota nonprofit corporation (the "Corporation"). The principal amount of the proposed Bond is estimated not to exceed \$5,100,000. The Bond shall be a limited obligation of the City, and the Bond and the interest thereon shall be payable solely from the Corporation's revenues pledged to the payment thereof. No holder of the Bond shall ever have the right to compel any exercise of the taxing power of the City to pay the Bond or the interest thereon, nor to enforce payment against any property of the City, nor shall the same constitute a debt of the City within the meaning of any constitutional or statutory limitations.

All persons interested may appear and be heard at the time and place set forth above or may file written comments with the City Clerk which shall be considered at the public hearing.

BY ORDER OF THE CITY COUNCIL

City Clerk